

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
JACKSON DIVISION

OLIVIA Y., *et al.*

PLAINTIFFS

v.

CIVIL ACTION NO. 3:04CV251LN

PHIL BRYANT, as Governor of the State of Mississippi, *et al.*

DEFENDANTS

DECLARATION OF W. WAYNE DRINKWATER

Under penalty of perjury and pursuant to 28 U.S.C. § 1746, I, W. Wayne Drinkwater, hereby declare as follows:

1. I am W. Wayne Drinkwater. Together with Marcia Robinson Lowry, I have served as counsel for the Plaintiff Class in this case. I am a partner of the law firm Bradley Arant Boult Cummings LLP (“Bradley Arant”), and I am the partner responsible for supervision of my firm’s work on this case. I give this Declaration in support of Plaintiffs’ Motion for Attorneys’ Fees.
2. I have been a member of the Mississippi Bar and the Bar of this court since 1974. I am also admitted to the bars of the Supreme Court of the United States, the United States Court of Appeals for the Fifth Circuit, the United States Court of Appeals for the Sixth Circuit, the United States Court of Appeals for the Eleventh Circuit, the United States District Court for the Eastern District of Missouri, the United States District Court for the Middle District of Florida, the United States District Court for the Western District of Wisconsin, the United States District Court for the Northern District of Mississippi, and the United States Judicial Panel in Multidistrict Litigation.

3. I am a 1974 graduate of the University of Mississippi School of Law. Prior to commencing private practice, I served as law clerk to Chief Judge William C. Keady of the United States District Court for the Northern District of Mississippi and to Chief Justice Warren E. Burger of the Supreme Court of the United States. Since 1977, I have been engaged in the private practice of law in Mississippi.
4. My practice is devoted to trial and appellate litigation. I am a member of the American Bar Association and Mississippi Bar Association, and have served as a member of the Mississippi Board of Bar Commissioners and as Second Vice President of the Mississippi Bar Association. I have been recognized through peer review in Woodward/White's "Best Lawyers in America" and in Chambers USA, America's Leading Business Lawyers in the fields of commercial and appellate litigation. I am a Fellow of the American College of Trial Lawyers, a Fellow of the American Academy of Appellate Lawyers and an Advocate of the American Board of Trial Advocates. Attached to this Declaration as Exhibit A is my current *curriculum vitae*.
5. During my years of law practice, I have become familiar with billing rates, billing practices, and the setting and collection of legal fees in a variety of circumstances, including cases presenting professional demands, factual and legal complexity, and risk and expense levels comparable to the present case. I have derived this knowledge from personal experience negotiating fee agreements with sophisticated consumers of legal services, billing and collecting fees from clients in the legal marketplace, and regularly representing plaintiffs and defendants on an hourly rate basis as well as on contingent or hybrid hourly/contingent fee

agreements. I have also derived this knowledge from management responsibilities at my law firm, bar activities at the local, state and national level, and practice experience supervising other lawyers and law firms.

6. I am familiar with my firm's policies and practices governing the recording and maintenance of time records. I am also familiar with hourly rates that Bradley Arant customarily charges for professional services. It is Bradley Arant's regular practice to bill clients for work performed by paralegals as well as lawyers. In my experience, this is standard practice among other law firms in Mississippi.
7. Exhibit B to this Declaration is a compilation of billable hours devoted to this matter by Bradley Arant lawyers and paralegals from December 1, 2014 through November 30, 2015. The compilation includes charges for the legal services rendered, based on hourly rates that are discussed in paragraph 10 of this Declaration. This compilation was generated from entries created in the ordinary course of Bradley Arant's business by persons with actual knowledge of the events recorded at or about the time of those events, and which have been maintained in the ordinary course of Bradley Arant's business. I believe this compilation to be a reasonably reliable account of the work that it reflects.
8. From the inception of our firm's work on this case, I have supervised and managed the work of Bradley Arant personnel. I have reviewed the time entries charged to this case.
9. During the period under review, legal services were performed in this case by Michael Bentley, a litigation partner in our firm. A copy of Mr. Bentley's

curriculum vitae is attached to this Declaration as Exhibit C. Jeannette Altobelli, a paralegal in our office, also performed legal services in this matter.

10. Our firm establishes standard hourly rates for legal services performed by lawyers and paralegals. My lowest established hourly rate for work performed in 2014 was \$560; for work performed in 2015, that rate was \$585. Mr. Bentley's lowest established hourly rate for legal services performed in 2014 was \$265; for work performed in 2015, that rate was \$290. Ms. Altobelli's lowest established hourly rate for services performed in 2014 was \$175; for work performed in 2015, that rate was \$205.

11. Because the present case does not involve representation of a commercial or corporate client, and in consideration of other factors, our firm does not seek an attorney's fee award based on the standard hourly rates described above. Instead, we seek an award based on 75% of the lowest established hourly rates described above for the lawyers and paralegals who rendered those services. Thus, for legal services performed in 2014, we seek \$420.00 per hour for my time; \$198.75 per hour for Mr. Bentley's time; and \$131.25 per hour for Ms. Altobelli's time. For legal services performed in 2015, we seek an award of \$438.75 per hour for my time; \$217.50 per hour for Mr. Bentley's time; and \$153.75 per hour for Ms. Altobelli's time. Our firm does not seek reimbursement for costs or expenses incurred during the period covered by Exhibit B. Based on my experience and knowledge, the fee request contained in Exhibit B is fair and reasonable for the legal services performed by lawyers in Mississippi in matters of equivalent significance requiring similar skill and judgment.

12. I have reviewed the March 2016 Declarations of Marcia Robinson Lowry and Sara Robinson-Glasser, and the December 11, 2015 Invoice of A Better Childhood concerning legal services rendered and expenses incurred in this matter during the period December 1, 2014 – November 30, 2015. Based on my knowledge and experience, the hourly rates listed by Marcia Robinson Lowry, Sara Robinson-Glasser and Stephen A. Dixon are reasonable for the legal services performed by lawyers in Mississippi during this period in matters of equivalent significance and requiring similar skill and judgment. I also believe that the fee request evidenced by these documents is fair and reasonable for the legal services performed.
13. I am generally familiar with fee requests and fee awards made in other Rule 23 cases in this judicial district. Given the risks apparent at the outset of this case, the costs required to prosecute these claims, and the period of time required to litigate this matter, it is my opinion that counsel with the experience and qualifications needed to perform the work and to make the investment required in this case would have found this endeavor unattractive from a cost and risk perspective, considering the out-of-pocket expenses advanced by Plaintiffs and the fact that class counsel's compensation was entirely contingent upon prevailing in this action.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 24th day of March, 2016.


W. Wayne Drinkwater

W. WAYNE DRINKWATER, JR.

**188 East Capitol Street, Suite 400
Jackson, MS 39201
(601) 948-8000
wdrinkwater@babbc.com**

Professional Experience:

Partner **2001-Present**

Bradley Arant Boulton Cummings, LLP

Partner in law firm Bradley Arant Boulton Cummings, LLP, Jackson, Mississippi.

Partner **1993-2001**

Lake Tindall, LLP

Partner in law firm Lake Tindall, LLP, Jackson, Mississippi.

Partner **1987-1993**

Butler, Snow, O'Mara, Stevens & Cannada

Partner in law firm Butler, Snow, O'Mara, Stevens & Cannada, Jackson, Mississippi.

Member & Partner **1977-1987**

Lake, Tindall, Hunger & Thackston

Member in law firm Lake, Tindall, Hunger & Thackston, Greenville, Mississippi.

Partner, 1978-87.

Law Clerk **1976-1977**

Chief Justice Warren E. Burger

Law clerk to Chief Justice Warren E. Burger, Supreme Court of the United States.

Law Clerk **1974-1976**

Judge William C. Keady, Chief Judge

Law clerk to Judge William C. Keady, Chief Judge of the United States District Court for the Northern District of Mississippi.

Professional Honors and Activities:

- Fellow, American College of Trial Lawyers.
- Fellow, American Academy of Appellate Lawyers.
- Advocate, American Board of Trial Advocates.
- Best Lawyers in America (Business Litigation).
- Chambers USA, America's Leading Business Lawyers (Litigation).
- President, Young Lawyers Section, Mississippi State Bar, 1982-83.

- Second Vice-President, Mississippi State Bar, 1983-84.
- Vice President, Mississippi Chapter of Federal Bar Association, 1978-79.
- Member, Mississippi Board of Bar Commissioners, 1981-84.
- Member, Ethics Committee, Mississippi Bar, 2013-2016 (Chair, 2015-2016).
- Advisory Group of the Civil Justice Reform Act of 1990 (Chair, 1995-96).
- Sustaining Member, Product Liability Advisory Council.
- Who's Who in American Law.
- Life Fellow, American Bar Foundation.
- Fellow, Mississippi Bar Foundation (Trustee, 1984-87, 2009-12).
- Fellow, American Law Institute.
- Supreme Court Historical Society (State Chair, 1995-97, 2006-08, 2014-16).

Civic and Governmental Activities:

- Board of Trustees, Lawyers Committee For Civil Rights Under Law, 2001-07.
- Who's Who in America.
- Who's Who in the South and Southwest.
- Chairman, Governor's Advisory Committee on the Yazoo Basin Projects, 1988-89.
- Member, Governor's Committee on Corrections, 1981.
- Vice Chancellor, Episcopal Diocese of Mississippi, 2001-15.
- Board of Trustees, St. Andrew's Episcopal School, 2006-14.
- Board of Directors, Operation Shoestring, 2014-17 (Vice-President, 2015-2016).

Education:

B.A., University of Mississippi, with Special Distinction, 1971.

J.D., University of Mississippi, with Distinction and High Honor, 1974.

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EXHIBIT A



POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709

Bradley Arant Boult Cummings - Pro Bono

MARCH 22, 2016
999000-301268
INVOICE # 1094004

FED ID NO. 63-0243316

| | |
|---|--------------------|
| PREVIOUS OUTSTANDING BALANCE | \$.00 |
| TOTAL THIS BILL | <u>\$44,317.77</u> |
| BALANCE DUE | \$44,317.77 |
| PAYMENTS RECEIVED AFTER 10/31/15 ARE NOT REFLECTED ON THIS BILL. | |

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 10/31/15

999000-301268 Children's Rights, Inc. Re: Mississippi Litigation

| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|--------|
| 12/26/14 | Receive and review notice of filing of Period 5 Implementation Plan and email to M. Lowry | WWD | .20 | 420.00 | 84.00 |
| 12/26/14 | Receive and begin review of implementation plan | WWD | .40 | 420.00 | 168.00 |
| 01/14/15 | Receive and review email from M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 01/16/15 | Emails M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 02/02/15 | Receive and review email from M. Lowry; emails and TC M. Lowry and M. Bentley | WWD | .30 | 438.75 | 131.63 |
| 02/02/15 | Emails M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 02/05/15 | Emails with M.Lowry regarding call to discuss litigation strategy | MJB | .20 | 217.50 | 43.50 |
| 02/10/15 | TC M. Lowry and conf. M. Bentley. | WWD | .30 | 438.75 | 131.63 |
| 02/10/15 | Conference with W.Drinkwater regarding contempt strategy | MJB | .20 | 217.50 | 43.50 |
| 02/16/15 | Emails with M.Lowery and S.Dixon re pro hac admissions of new counsel | MJB | .30 | 217.50 | 65.25 |

EXHIBIT B



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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|----------|
| 02/17/15 | Assist S.Dixon with pro hac vice application | MJB | .20 | 217.50 | 43.50 |
| 02/24/15 | Emails with M.Lowery re plans for filing contempt motion | MJB | .10 | 217.50 | 21.75 |
| 02/26/15 | Review S.Dixon's pro hac vice application and attachments | MJB | .20 | 217.50 | 43.50 |
| 02/27/15 | Receive and review email from M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 02/28/15 | Receive and review emails from M. Lowry re motion | WWD | .20 | 438.75 | 87.75 |
| 03/02/15 | Revise and finalize motion for admission pro hac vice for S.Dixon and multiple emails with S.Robinson, telephone calls with A.Tullos, and conferences with R.Nicholson re filing same (2.4); conferences with W.Drinkwater regarding revisions to contempt motion (0.2); telephone call with M.Lowry regarding local rules and procedures (0.2) | MJB | 2.80 | 217.50 | 609.00 |
| 03/02/15 | Receive and review draft brief, motion, and declaration. | WWD | .80 | 438.75 | 351.00 |
| 03/03/15 | TC M. Lowry and conf. M. Bentley | WWD | .50 | 438.75 | 219.38 |
| 03/03/15 | Review and revise brief | WWD | 1.00 | 438.75 | 438.75 |
| 03/03/15 | Work on brief and motion | WWD | 2.80 | 438.75 | 1,228.50 |
| 03/03/15 | Revise motion for admission pro hac vice for S.Dixon, including emails with M.Lowry regarding defendants' concerns about same (0.4); revise declarations of V.Miller and M.Lowry (0.8); revise motion for contempt | MJB | 3.00 | 217.50 | 652.50 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|----------|
| | and memorandum brief, including multiple emails with S.Robinson and M.Lowry regarding same (1.8) | | | | |
| 03/03/15 | Work on motion, brief | WWD | 1.00 | 438.75 | 438.75 |
| 03/03/15 | Work on brief, motion | WWD | .20 | 438.75 | 87.75 |
| 03/04/15 | Revise memorandum brief in support of motion for contempt (1.0); finalize S.Dixon motion for pro hac vice admission (0.1); review emails regarding briefing schedule for contempt motion (0.1); prepare for and participate in conference call with all plaintiffs' counsel to discuss strategy for contempt motion and proceedings (1.3); research local rules on written discovery and advise S.Glasser regarding same (0.6) | MJB | 3.10 | 217.50 | 674.25 |
| 03/04/15 | Review and edit brief, motion and declarations; emails to other counsel; prepare for conference call | WWD | 2.50 | 438.75 | 1,096.88 |
| 03/04/15 | Prepare for and participate in conference call on motion for contempt and appointment of receiver | WWD | 1.50 | 438.75 | 658.13 |
| 03/04/15 | TC J. Bender re receiverships, receive and review orders and opinion re receivers | WWD | 1.50 | 438.75 | 658.13 |
| 03/05/15 | Work on motion, brief; TC M. Lowry and conf. M. Bentley | WWD | 1.10 | 438.75 | 482.63 |

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FED ID NO. 63-0243316

| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|--------|
| 03/05/15 | Revise motion for contempt and memorandum brief, including review and analysis of all exhibits (3.1); review press release, research local media coverage of DHS, and draft memorandum to M.Lowry regarding same (0.8); conference call with team regarding litigation strategy (0.3) | MJB | 4.20 | 217.50 | 913.50 |
| 03/05/15 | Prepare for and participate in conference call | WWD | .80 | 438.75 | 351.00 |
| 03/06/15 | Emails M. Lowry; work on motion, brief | WWD | 1.00 | 438.75 | 438.75 |
| 03/06/15 | Receive and review emails, discovery and planning memo | WWD | .40 | 438.75 | 175.50 |
| 03/08/15 | Review final draft of motion and memorandum brief; emails with M.Lowry and S.Glasser regarding preparations for filing same | MJB | .70 | 217.50 | 152.25 |
| 03/09/15 | Revise and finalize motion to extend page limitation, motion for contempt and all exhibits, and memorandum brief for filing; emails with M.Lowry and S.Glasser regarding filings and press inquiries; emails with S.Dixon re pro hac vice admission and ECF registration; emails regarding conference to discuss strategy for conducting discovery and contempt hearing | MJB | 3.00 | 217.50 | 652.50 |
| 03/09/15 | Receive and review emails, agenda, and emails other counsel re conference call | WWD | .50 | 438.75 | 219.38 |
| 03/09/15 | Emails re conference call re hearing planning | WWD | .20 | 438.75 | 87.75 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|--------|
| 03/09/15 | Work on issues re contempt motion, discovery planning | WWD | 1.00 | 438.75 | 438.75 |
| 03/10/15 | Prepare for and participate in conference call on hearing | WWD | 1.00 | 438.75 | 438.75 |
| 03/10/15 | TC R. Fortenberry | WWD | .20 | 438.75 | 87.75 |
| 03/10/15 | TC court administrator/law clerk re scheduling conference | WWD | .20 | 438.75 | 87.75 |
| 03/10/15 | Emails all counsel re scheduling conference | WWD | .20 | 438.75 | 87.75 |
| 03/10/15 | Review receivership materials from J. Bender | WWD | .30 | 438.75 | 131.63 |
| 03/10/15 | Work on proposed discovery | WWD | .50 | 438.75 | 219.38 |
| 03/10/15 | Review press coverage on contempt filing and send report to M.Lowry re same (0.4); conference call with M.Lowry and team regarding contempt hearing and discovery strategy, including follow-up calls with R.Fortenberry and court administrator (0.9); review emails from W.Drinkwater regarding status conference (0.1) | MJB | 1.40 | 217.50 | 304.50 |
| 03/11/15 | TCs, emails re scheduling conference, contempt hearing | WWD | .80 | 438.75 | 351.00 |
| 03/11/15 | Work on discovery requests, emails S. Glasser | WWD | .60 | 438.75 | 263.25 |
| 03/13/15 | Review order setting scheduling conference and emails with M.Lowry and team regarding same | MJB | .30 | 217.50 | 65.25 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 03/13/15 | TC Lisa Evans re scheduling conference | WWD | .20 | 438.75 | 87.75 |
| 03/13/15 | Emails R. Fortenberry, M. Lowry and court administrator; emails other counsel re scheduling conference | WWD | .40 | 438.75 | 175.50 |
| 03/16/15 | TC M. Lowry re discovery | WWD | .20 | 438.75 | 87.75 |
| 03/16/15 | Work on discovery issues and TC R. Fortenberry's office | WWD | .80 | 438.75 | 351.00 |
| 03/17/15 | Receive and review documents from M. Lowry | WWD | .50 | 438.75 | 219.38 |
| 03/17/15 | Emails Sarah Glasser re discovery, hearing | WWD | .20 | 438.75 | 87.75 |
| 03/18/15 | TC R. Fortenberry re scheduling conference, discovery | WWD | .20 | 438.75 | 87.75 |
| 03/18/15 | TC M. Lowry re scheduling conference, draft order, draft discovery, preparation for conference | WWD | .20 | 438.75 | 87.75 |
| 03/19/15 | Work on discovery and scheduling conference issues | WWD | 1.00 | 438.75 | 438.75 |
| 03/19/15 | Work on discovery requests | WWD | 1.20 | 438.75 | 526.50 |
| 03/19/15 | Prepare for and participate in conference call re scheduling conference | WWD | 1.00 | 438.75 | 438.75 |
| 03/19/15 | Compile discovery forms for W.Drinkwater | JGAL | .40 | 153.75 | 61.50 |
| 03/20/15 | Prepare discovery requests, draft scheduling order | WWD | 1.80 | 438.75 | 789.75 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 03/20/15 | Emails other counsel re discovery requests, scheduling order and conference | WWD | .20 | 438.75 | 87.75 |
| 03/20/15 | TC M. Lowry, continue work on discovery requests | WWD | .60 | 438.75 | 263.25 |
| 03/20/15 | Emails r. Fortenberry re discovery requests, scheduling order | WWD | .20 | 438.75 | 87.75 |
| 03/20/15 | Emails R. Fortenberry, M. Lowry re Monday meeting, scheduling conference | WWD | .20 | 438.75 | 87.75 |
| 03/22/15 | Emails M. Lowry and prepare for scheduling conference and meeting with R. Fortenberry | WWD | .80 | 438.75 | 351.00 |
| 03/23/15 | Prepare for meeting with R. Fortenberry | WWD | .60 | 438.75 | 263.25 |
| 03/23/15 | Meeting with Marcia Lowry, prepare for meeting with State's lawyers | WWD | 1.00 | 438.75 | 438.75 |
| 03/23/15 | Travel to Baker Donelson, meet with State's lawyers re scheduling conference; return to office | WWD | 1.50 | 438.75 | 658.13 |
| 03/23/15 | Conference M. Lowry and TC S. Glasser re meeting with State's lawyers | WWD | .60 | 438.75 | 263.25 |
| 03/23/15 | Prepare for scheduling conference | WWD | .50 | 438.75 | 219.38 |
| 03/23/15 | Prepare documents for W.Drinkwater in preparation for hearing | JGAL | 1.40 | 153.75 | 215.25 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|----------|
| 03/24/15 | Prepare for status conference, including conferences with W.Drinkwater and M.Lowry and research on DHS appropriations bill (0.8); attend status conference with court (2.0) | MJB | 2.80 | 217.50 | 609.00 |
| 03/24/15 | Prepare for and participate in scheduling hearing and TCs and conferences with other plaintiffs' counsel | WWD | 3.00 | 438.75 | 1,316.25 |
| 03/24/15 | Work on discovery, scheduling order | WWD | .50 | 438.75 | 219.38 |
| 03/26/15 | Emails A. Tullos, M. Lowry, M. Bentley, other counsel; revise discovery requests, proposed scheduling order, FRE 807 letter. | WWD | 1.50 | 438.75 | 658.13 |
| 03/26/15 | Conference with W.Drinkwater re ESI negotiations | MJB | .20 | 217.50 | 43.50 |
| 03/26/15 | TCs Ashley Tullos, Stuart Hubbard, work on discovery issues and prepare for conference call | WWD | 1.10 | 438.75 | 482.63 |
| 03/27/15 | Prepare ESI insert for plaintiffs' discovery requests (0.6); prepare for and participate in team conference call to finalize scheduling order and discovery requests (0.9) | MJB | 1.50 | 217.50 | 326.25 |
| 03/27/15 | Work on discovery requests and scheduling order | WWD | 1.90 | 438.75 | 833.63 |
| 03/27/15 | Prepare for and participate in conference call with M. Lowry, S. Glasser, D. Friedman and M. Bentley; conf. M. Bentley | WWD | 1.20 | 438.75 | 526.50 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 03/27/15 | Emails R. Fortenberry re discovery, ESI. | WWD | .30 | 438.75 | 131.63 |
| 03/27/15 | Receive and review email from M. Lowry. | WWD | .20 | 438.75 | 87.75 |
| 03/30/15 | Revise discovery requests and emails to R. Fortenberry; emails other counsel re discovery and scheduling | WWD | 1.70 | 438.75 | 745.88 |
| 03/31/15 | Review emails from M. Lowry and R. Fortenberry | WWD | .30 | 438.75 | 131.63 |
| 03/31/15 | TCs M. Lowry, R. Fortenberry, A. Tullos re scheduling order, discovery, future proceedings | WWD | 1.20 | 438.75 | 526.50 |
| 03/31/15 | Revise scheduling order, discovery; emails to R. Fortenberry, M. Lowry | WWD | 1.00 | 438.75 | 438.75 |
| 03/31/15 | Emails D. Friedman, M. Lowry re remedial decrees, evidence | WWD | .30 | 438.75 | 131.63 |
| 04/01/15 | Work on scheduling order and emails and TCs R. Fortenberry, Ashley Tullos and M. Lowry. | WWD | 1.30 | 438.75 | 570.38 |
| 04/02/15 | Complete and email scheduling order, discovery to court, defendants, and emails other counsel. | WWD | 1.10 | 438.75 | 482.63 |
| 04/02/15 | Emails D. Friedman, M. Lowry, R. Fortenberry | WWD | .30 | 438.75 | 131.63 |
| 04/03/15 | Receive and review discovery requests from State | WWD | .60 | 438.75 | 263.25 |
| 04/03/15 | Receive and review emails from M. Lowry, D. Friedman. | WWD | .20 | 438.75 | 87.75 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 04/06/15 | Review report from M.Lowry re Governor's request for meeting to discuss settlement; emails with S.Glasser re local motion practice rules | MJB | .30 | 217.50 | 65.25 |
| 04/06/15 | TC and emails M. Lowry re meeting with R. Fortenberry, conference call this Friday | WWD | .50 | 438.75 | 219.38 |
| 04/06/15 | Receive/review scheduling order and update calendar | JGAL | .70 | 153.75 | 107.63 |
| 04/08/15 | Review emails, discovery | WWD | .50 | 438.75 | 219.38 |
| 04/09/15 | Emails M. Lowry, prepare for conference call | WWD | .30 | 438.75 | 131.63 |
| 04/10/15 | Prepare for and participate in conference call re preparation for contempt hearing | WWD | 1.20 | 438.75 | 526.50 |
| 04/16/15 | Emails M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 04/19/15 | Emails M. Lowry re discovery issues | WWD | .40 | 438.75 | 175.50 |
| 04/19/15 | Review emails from M.Lowry re plaintiff's discovery responses | MJB | .20 | 217.50 | 43.50 |
| 04/20/15 | Prepare for and participate in call with M. Lowry re discovery issues. | WWD | .50 | 438.75 | 219.38 |
| 04/23/15 | Receive and review State's objections to discovery, email from M. Lowry | WWD | .30 | 438.75 | 131.63 |
| 04/23/15 | Receive and review emails from M. Lowry and Sarah Glasser | WWD | .20 | 438.75 | 87.75 |

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BIRMINGHAM, ALABAMA 35283-0709

Bradley Arant Boult Cummings - Pro Bono

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INVOICE # 1094004

FED ID NO. 63-0243316

| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|--------|
| 04/23/15 | Emails with M.Lowry re state's discovery objections | MJB | .10 | 217.50 | 21.75 |
| 04/27/15 | Email M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 05/01/15 | Emails with S.Glasser regarding local practice related to interrogatory responses | MJB | .20 | 217.50 | 43.50 |
| 05/04/15 | Emails with S.Robinson advising on local discovery practice; emails with A.Tullos regarding discovery requests in Word format | MJB | .30 | 217.50 | 65.25 |
| 05/05/15 | Emails with A.Tullos regarding discovery requests | MJB | .10 | 217.50 | 21.75 |
| 05/10/15 | Emails with S.Glasser advising on local discovery rules and practices | MJB | .50 | 217.50 | 108.75 |
| 05/11/15 | Advise S.Glasser and M.Lowry on local discovery rules and practices, including review of local rules | MJB | .30 | 217.50 | 65.25 |
| 05/12/15 | Emails with S.Glasser and M.Lowry regarding discovery issues and preparations for meeting with defense counsel | MJB | .30 | 217.50 | 65.25 |
| 05/12/15 | Receive and review filings of discovery | WWD | .30 | 438.75 | 131.63 |
| 05/13/15 | Attend settlement conference re: motion for contempt | MJB | 3.30 | 217.50 | 717.75 |
| 05/25/15 | Emails M. Lowry re scheduling order, conference call | WWD | .30 | 438.75 | 131.63 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 05/27/15 | Review docket and office conference W.Drinkwater | JGAL | .30 | 153.75 | 46.13 |
| 05/28/15 | Prepare for and participate in conference call re contempt hearing, preparation for the hearing | WWD | 1.50 | 438.75 | 658.13 |
| 05/29/15 | Emails M. Lowry re depositions | WWD | .20 | 438.75 | 87.75 |
| 06/01/15 | Emails M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 06/01/15 | Review emails from M.Lowry and S.Glasser regarding settlement proposal and discovery issues | MJB | .20 | 217.50 | 43.50 |
| 06/01/15 | Emails re discovery, possible settlement; receive and begin review of period 4 report. | WWD | .80 | 438.75 | 351.00 |
| 06/02/15 | Emails with S.Glasser advising on local deposition practice | MJB | .50 | 217.50 | 108.75 |
| 06/02/15 | Emails S. Glasser, M. Lowry re settlement, discovery | WWD | .30 | 438.75 | 131.63 |
| 06/10/15 | Emails M. Lowry, Sarah Glasser re hearing, settlement; review proposal from State | WWD | .60 | 438.75 | 263.25 |
| 06/12/15 | Review and finalize V.Miller expert report and related disclosure forms; email disclosures to MDHS counsel | MJB | .90 | 217.50 | 195.75 |
| 06/14/15 | Emails M. Lowry | WWD | .30 | 438.75 | 131.63 |
| 06/15/15 | Emails M. Lowry, review interim report; TC M. Lowry | WWD | 1.20 | 438.75 | 526.50 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 06/15/15 | Review V.Miller corrected expert report and coordinate filing and service of same | MJB | .30 | 217.50 | 65.25 |
| 06/16/15 | Emails R. Fortenberry, M. Lowry, and prepare for and participate in call with M. Lowry. | WWD | 1.00 | 438.75 | 438.75 |
| 06/16/15 | Work on draft proposal to State. | WWD | .50 | 438.75 | 219.38 |
| 06/23/15 | Finalize supplemental interrogatory response for service and serve same on DHS counsel; confer with W.Drinkwater regarding settlement negotiations | MJB | .30 | 217.50 | 65.25 |
| 06/23/15 | TC M. Lowry re settlement discussions | WWD | .20 | 438.75 | 87.75 |
| 06/23/15 | TC R. Fortenberry re settlement discussions. | WWD | .10 | 438.75 | 43.88 |
| 06/23/15 | Prepare notice of service and finalize discovery; prepare same for filing and service | JGAL | .50 | 153.75 | 76.88 |
| 06/24/15 | Emails R. Fortenberry, M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 06/25/15 | Telephone call with S.Glasser regarding revisions to agreed order on continuance | MJB | .20 | 217.50 | 43.50 |
| 06/26/15 | Receive and review State's response to settlement proposal | WWD | .30 | 438.75 | 131.63 |
| 06/27/15 | Receive and review email from M.Lowry regarding settlement | WWD | .20 | 438.75 | 87.75 |
| 06/28/15 | Emails with M.Lowry regarding deposition arrangements | MJB | .20 | 217.50 | 43.50 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|--------|
| 07/02/15 | Coordinate depositions of DHS witnesses | MJB | .20 | 217.50 | 43.50 |
| 07/06/15 | Coordinate depositions of DHS employees and plaintiffs' expert, including emails with M.Lowry | MJB | .20 | 217.50 | 43.50 |
| 07/07/15 | Coordinate Nashville deposition of V.Miller | MJB | .10 | 217.50 | 21.75 |
| 07/08/15 | Receive and review email from M. Lowry | WWD | .10 | 438.75 | 43.88 |
| 07/09/15 | Emails M. Lowry re settlement of contempt motion and cancellation of depositions. | WWD | .30 | 438.75 | 131.63 |
| 07/10/15 | TC M. Lowry re settlement of contempt motion, future proceedings. | WWD | .50 | 438.75 | 219.38 |
| 07/12/15 | Emails re settlement, agreed order | WWD | .30 | 438.75 | 131.63 |
| 07/13/15 | Emails M. Lowry, review proposed agreed order, prepare for conference call with R. Fortenberry. | WWD | 1.00 | 438.75 | 438.75 |
| 07/13/15 | Emails M. Lowry re the meaning of the proposed order, issues. | WWD | .30 | 438.75 | 131.63 |
| 07/13/15 | Conference call with r. Fortenberry, M. Lowry. | WWD | .30 | 438.75 | 131.63 |
| 07/13/15 | Emails M. Lowry and D. Friedman. | WWD | .20 | 438.75 | 87.75 |
| 07/14/15 | Emails M. Lowry, R. Fortenberry and Grace Lopes. | WWD | .30 | 438.75 | 131.63 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|--|-------|-------|--------|--------|
| 07/14/15 | Prepare for and participate in call with court administrator and R. Fortenberry; email M. Lowry. | WWD | .40 | 438.75 | 175.50 |
| 07/14/15 | TC from Lisa Evans re conference with Judge Lee, and emails with M. Lowry. | WWD | .50 | 438.75 | 219.38 |
| 07/15/15 | Emails and TCs M. Lowry and R. Fortenberry re settlement, receive and review revised settlement. | WWD | .60 | 438.75 | 263.25 |
| 07/20/15 | Emails S. Glasser re settlement of contempt motion. | WWD | .60 | 438.75 | 263.25 |
| 07/20/15 | Email M. Lowry. | WWD | .20 | 438.75 | 87.75 |
| 07/21/15 | TC R. Fortenberry and emails to M. Lowry and S. Glasser. | WWD | .70 | 438.75 | 307.13 |
| 07/22/15 | Cancel conference space for V. Miller deposition | MJB | .10 | 217.50 | 21.75 |
| 07/22/15 | TCs Lisa Evans, M. Lowry re order, need for conference with court. | WWD | .50 | 438.75 | 219.38 |
| 07/22/15 | TCs S. Glasser and M. Lowry. | WWD | .30 | 438.75 | 131.63 |
| 07/22/15 | Remove calendar deadlines | JGAL | .20 | 153.75 | 30.75 |
| 07/23/15 | Receive and review order signed by court. - | WWD | .20 | 438.75 | 87.75 |
| 07/24/15 | Emails, TCs with R. Fortenberry, S. Glasser, M. Lowry re order, Public Catalyst, Jerry Milner. | WWD | .40 | 438.75 | 175.50 |

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| DATE | DESCRIPTION | ATTY. | HOURS | RATE | AMOUNT |
|----------|---|-------|-------|--------|----------|
| 08/14/15 | Review report from M.Lowry on implementation of settlement terms | MJB | .20 | 217.50 | 43.50 |
| 08/14/15 | Emails M. Lowry re August 28 meeting, developments. | WWD | .30 | 438.75 | 131.63 |
| 08/27/15 | Prepare for meeting with state attorneys. | WWD | .80 | 438.75 | 351.00 |
| 08/28/15 | Confer with W.Drinkwater regarding meeting with court monitor | MJB | .10 | 217.50 | 21.75 |
| 08/28/15 | Conf. w. M. Lowry; meeting with defendants and Grace Lopes; conf. M. Lowry. | WWD | 4.00 | 438.75 | 1,755.00 |
| 09/08/15 | Emails re hearings. | WWD | .10 | 438.75 | 43.88 |
| 10/02/15 | Emails with M. Lowry re meeting. | WWD | .20 | 438.75 | 87.75 |
| 10/07/15 | Email M. Lowry | WWD | .20 | 438.75 | 87.75 |
| 10/21/15 | Receive and review email from M.Lowry | WWD | .20 | 438.75 | 87.75 |
| 11/13/15 | Review report of Public Catalyst, and TC M. Lowry | WWD | 1.00 | 438.75 | 438.75 |
| 11/19/15 | Receive and review memo from M. Lowry; prepare for call with Marcia | WWD | .50 | 438.75 | 219.38 |
| 11/20/15 | Review Public Catalyst draft, M. Lowry memo, TC M. Lowry | WWD | 1.00 | 438.75 | 438.75 |
| 11/25/15 | Receive and review email from M. Lowry, report from Public Catalyst | WWD | .40 | 438.75 | 175.50 |

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| FEES | | | | \$44,317.77 |
|----------|------------------------------|------------|------|-------------|
| 03/05/15 | Copy Charges | 10@ | 0.00 | 0.00 |
| 03/06/15 | Copy Charges | 31@ | 0.00 | 0.00 |
| 03/06/15 | Copy Charges | 10@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 10@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 45@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 25@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 15@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 30@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 289@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 12@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 81@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 80@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 62@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 251@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 80@ | 0.00 | 0.00 |
| 03/23/15 | Copy Charges | 10@ | 0.00 | 0.00 |
| 03/24/15 | Copy Charges | 30@ | 0.00 | 0.00 |
| 03/27/15 | Copy Charges | 9@ | 0.00 | 0.00 |
| 06/16/15 | Copy Charges | 925@ | 0.00 | 0.00 |
| 03/13/15 | Ready Conference WDRINKWATER | 03/04/2015 | | 0.00 |
| 03/19/15 | Ready Conference WDRINKWATER | 03/10/2015 | | 0.00 |
| 03/20/15 | Ready Conference WDRINKWATER | 03/19/2015 | | 0.00 |
| 03/27/15 | Ready Conference AKAHLON | 03/26/2015 | | 0.00 |
| 03/27/15 | Ready Conference WDRINKWATER | 03/27/2015 | | 0.00 |
| 04/14/15 | Ready Conference WDRINKWATER | 04/10/2015 | | 0.00 |
| 04/15/15 | FED DOCKET SERV-PACER | | | 0.00 |
| 04/15/15 | FED DOCKET SERV-PACER | | | 0.00 |
| 05/21/15 | FED DOCKET SERV-PACER | | | 0.00 |
| 07/14/15 | FED DOCKET SERV-PACER | | | 0.00 |

AMOUNT DUE THIS BILL

\$44,317.77

***** TOTAL DUE UPON RECEIPT *****

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INDIVIDUAL SUMMARY

| NAME | RANK | RATE | HOURS | AMOUNT |
|--------------------------|-----------|--------|--------|-----------|
| W. Wayne Drinkwater, Jr. | Partner | 438.75 | 82.70 | 36,284.88 |
| W. Wayne Drinkwater, Jr. | Partner | 420.00 | .60 | 252.00 |
| Jeannette Altobelli | Paralegal | 153.75 | 3.50 | 538.14 |
| Michael J. Bentley | Partner | 217.50 | 33.30 | 7,242.75 |
| Total | | | 120.10 | 44,317.77 |

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BIRMINGHAM, ALABAMA 35283-0709

Bradley Arant Boult Cummings - Pro Bono

MARCH 22, 2016

999000-301268

BILL AMOUNT \$44,317.77

INVOICE # 1094004

** REMITTANCE FORM **
PLEASE RETURN THIS PAGE WITH PAYMENT.
THANK YOU.

SPECIAL INSTRUCTIONS: IF THERE IS ANY ERROR IN THIS STATEMENT, PLEASE
PROVIDE AN EXPLANATION BELOW SO THAT WE CAN
BETTER ASSIST YOU IN RECONCILING THIS ACCOUNT.

CHANGE OF ADDRESS: EFFECTIVE DATE: _____

TERMS: TOTAL DUE UPON RECEIPT

EXHIBIT B

Michael James Bentley

144 Glenway Drive
Jackson, Mississippi 39216
(601) 940-9440
mbentley@babco.com

EXPERIENCE

Bradley Arant Boult Cummings LLP, 2008-present

Partner (2015-present); Associate Attorney (2008-2014)

- Practice Area: Appellate and Commercial Litigation
- Recognized by *Mid-South Super Lawyers* as a “Rising Star” for Appellate Litigation (2014, 2015) and by *Benchmark Litigation* as a “Future Star” for Mississippi Litigation (2014, 2015)

Mississippi College School of Law, 2008-2011

Adjunct Professor of Legal Writing

- Taught legal writing to first-year law students

United States Court of Appeals for the Fifth Circuit, 2007-2008

Law Clerk to the Honorable Leslie H. Southwick, Circuit Judge

Mississippi Department of Education, 2004

Assistant to the State Superintendent

- Supervised an office staff of two; represented Superintendent at public events and meetings
- Prepared monthly board agenda; drafted correspondence for Superintendent

Office of the Governor, State of Mississippi, 2000-2004

Constituent Services Coordinator

- Represented Governor at public events; served as Governor’s liaison to local elected officials
- Served as legislative liaison on employment, workforce development, and labor issues

Musgrove for Governor Campaign, 1999-2000

Field Director

- Organized and coordinated statewide volunteer effort; directed labor union volunteer efforts
- Developed and organized public campaign events in communities throughout Mississippi

EDUCATION

Mississippi College School of Law, Jackson, Mississippi

Juris Doctor (May 2007, Summa Cum Laude)

Selected Honors and Activities

- Dean’s Award (for academic excellence), 2007
- Law Review, Articles Editor
- Moot Court Board

Millsaps College, Jackson, Mississippi

Bachelor of Arts in Political Science; minor in History (May 2000, Magna Cum Laude)

Selected Honors and Activities

- Reid and Cynthia Bingham Award (for Excellence in Political Science), 2000
- Phi Eta Sigma (Freshman Honorary Society), 1997
- *The Purple and White* (weekly newspaper); writer and section editor, 1996-2000
- Varsity Golf Team, 1997-2000

**CIVIC AND
PROFESSIONAL
ACTIVITIES**

Mississippi Association of Partners in Education
President (2012-2014); Board of Directors (2009-present)

Millsaps College Arts & Lecture Series
Vice-President for Membership (2012-present); Board of Directors (2011-present)

Bar Association of the Federal Fifth Circuit
Board of Governors (2014-present)

Jackson Young Lawyers Association
President (2013-2014); Board of Directors (2010-2015)

Mississippi Bar Association, Appellate Practice Section
Chair (2013-2014); Executive Committee (2012-2015)

Mississippi Bar Association, Young Lawyers Division
Board of Directors (2011-2013)

American Inns of Court, Charles Clark Chapter
Associate Member (2010-2012)

**PUBLISHED
WORKS**

Material Matters: Curating a Record on Appeal, THE MISSISSIPPI LAWYER (Vol. LVIV, No. 3, Spring 2013) (Co-Author)

History Yields to Economy as the Federal Courthouse in Meridian is Set to Close, CAPITAL AREA BAR ASSOCIATION NEWSLETTER (Jan. 2013)

Osborne v. Neblett and the Separation of Powers: Does the Legislative Power to Make Law Include the Power to Declare that Rights Under the Law Cannot be Waived?
 30 MISS. COL. L. REV. 461 (2012)

The Ins and Outs of Obtaining Discovery from Nonparties in Arbitration, THE MISS. BUS. LAW REPORTER, VOL. 1, ISSUE 3 (Fall 2010)

Smith v. City of Jackson: The Availability of the Disparate Impact Theory under the Age Discrimination in Employment Act, 26 MISS. COL. L. REV. 347 (2007)

**PROFESSIONAL
HONORS**

Mississippi Business Journal – “Top 40 Under 40” (2014)

Mississippi College School of Law Alumni Association – Young Lawyer of the Year (2011)

Portico Magazine – “Portico 10” (2011) (inaugural group of accomplished and civically-engaged young Mississippi attorneys as recognized by *Portico Magazine*)

MEMBERSHIPS

American Bar Association
 Mississippi Bar Association
 Bar Association of the Federal Fifth Circuit
 Capital Area Bar Association
 Jackson Young Lawyers Association